

SIERRA MONITOR CORPORATION

CHARTER AND POWERS OF THE AUDIT COMMITTEE

The Audit Committee of the Board of Directors (the "Audit Committee") shall have the following powers and responsibilities:

- Overseeing that management has maintained the reliability and integrity of the accounting policies and financial reporting and disclosure practices of the Company;
- Overseeing that management has established and maintained processes to assure that an adequate system of internal control is functioning within the Company;
- Overseeing that management has established and maintained processes to assure compliance by the Company with all applicable laws, regulations and Company policy;

Audit Committee shall have the following specific powers and duties:

1. Review with the independent auditors the written statement from the auditor required by Independence Standards Board Standard No. 1, concerning any relationship between the auditor and the Company or any other relationships that may adversely affect the independence of the auditor and, based on such review, assess the independence of the auditor.
2. Holding such regular meetings as may be necessary to comply with the Audit Committee's legal responsibilities and such special meetings as may be called by the Chairman of the Audit Committee or at the request of the independent accountants. The Audit Committee shall meet as often as may be deemed necessary or appropriate in its judgement, generally four times each year, either in person or telephonically. The Audit Committee shall meet in executive session with the independent auditors at least annually. The Audit Committee shall report to the full Board of Directors with respect to its meetings and shall make such reports to shareholders as are required by applicable regulations or as are deemed advisable in the Committee's

- Committee's judgement. The majority of the members of the Audit Committee shall constitute a quorum;
3. Creating an agenda for the ensuing year;
 4. Reviewing the performance of the independent accountants and making recommendations to the Board of Directors regarding the appointment or termination of the independent accountants;
 5. Reviewing and assessing the adequacy of its Charter on at least an annual basis, especially in light of the then currently applicable rules and requirements of Sarbanes Oxley Section 404.
 6. Conferring with the independent accountants concerning the scope of their examinations of the books and records of the Company and its subsidiaries; reviewing and approving the independent accountants' annual engagement letter; reviewing and approving the Company's internal audit charter, annual audit plans and budgets; directing the special attention of the auditors to specific matters or areas deemed by the Committee or the auditors to be of special significance; and authorizing the auditors to perform such supplemental reviews or audits as the Committee may deem desirable;
 7. Reviewing with management, the independent accountants significant risks and exposures, audit activities and significant audit findings;
 8. Reviewing the range and cost of audit and non-audit services performed by the independent accountants;
 9. Reviewing the Company's audited annual financial statements and the independent accountants' opinion rendered with respect to such financial statements, including reviewing the nature and extent of any significant changes in accounting principles or the application therein and conducting a discussion of the auditors judgment as to the quality of the Company's accounting principles;
 10. Reviewing the adequacy of the Company's systems of internal control;

11. Reviewing with management and the independent auditor the results of any significant matters identified as a result of the independent auditors interim review procedures prior to the filing of each Form 10-Q or as soon thereafter as possible;
12. Obtaining from the independent accountants and internal auditors their recommendations regarding internal controls and other matters relating to the accounting procedures and the books and records of the Company and its subsidiaries and reviewing the correction of controls deemed to be deficient;
13. Providing an independent, direct communication between the Board of Directors, internal auditors and independent accountants;
14. Reviewing with management material pending legal proceedings involving the Company and other contingent liabilities;
15. Reviewing the adequacy of internal controls and procedures related to executive travel and entertainment;
16. Reviewing with appropriate Company personnel the actions taken to ensure compliance with the Company's Code of Conduct and the results of confirmations and violations of such Code;
17. Reviewing the programs and policies of the Company designed to ensure compliance with applicable laws and regulations and monitoring the results of these compliance efforts;
18. Reviewing the procedures established by the Company that monitor the compliance by the Company with its loan and indenture covenants and restrictions;
19. Reporting through its Chairman to the Board of Directors following the meetings of the Audit Committee;
20. Maintaining minutes or other records of meetings and activities of the Audit Committee;
21. Reviewing the powers of the Committee annually and reporting and making recommendations to the Board of Directors on these responsibilities;

22. Conducting or authorizing investigations into any matters within the Audit Committee's scope of responsibilities. The Audit Committee shall be empowered to retain independent counsel, accountants, or others to assist it in the conduct of any investigation;
23. Considering such other matters in relation to the financial affairs of the Company and its accounts, and in relation to the internal and external audit of the Company as the Audit Committee may, in its discretion, determine to be advisable.